

BEACH VISTA

HOME OWNERS ASSOCIATION, INC.

P. O. BOX 216

PASS CHRISTIAN, MS 39571

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The Charter of Incorporation Of
BEACH VISTA HOME OWNERS ASSOCIATION, INC.

1. The corporate title of said company is:

BEACH VISTA HOME OWNERS ASSOCIATION, INC.

2. The names of the incorporators are:

| <u>Name</u> | <u>Street & No.</u> | <u>City</u> | <u>State</u> |
|----------------------|-------------------------|----------------|--------------|
| Charles Collins, Jr. | 101 Beach Drive | Pass Christian | MS |
| W. N. Carter | 110 Beach Drive | Pass Christian | MS |
| B. L. Feaster | 109 Vista Drive | Pass Christian | MS |
| J. S. Ware, Jr. | 111 Vista Drive | Pass Christian | MS |
| Mrs. Nannette Balsam | 114 Vista Drive | Pass Christian | MS |

All of said Incorporators being adult resident citizens of the State of Mississippi.

3. The domicile is at 112 Davis Avenue, Pass Christian, MS.

4. Amount of authorized capital stock and particulars as to class or classes thereof, including all their privileges and restrictions, and whether having a par value or being without nominal or par value:

(Only preferred stock may be issued without voting rights)

NON-PROFIT, NO SHARES OF STOCK TO BE ISSUED.

5. The sale price per share, if desired of stock without par value and authority for board of directors to fix or change such sale price, if such authority be desired;

NONE

6. Period of existence (not to exceed ninety-nine years) is:

PERPETUAL

Charter of Incorporation

7. The purpose for which it is created:

To unite fraternal and financial purposes all owners of Real Estate within and all residents of Beach Vista Subdivision and including the properties abutting said Beach Vista Subdivision, to promote and stimulate social, moral, ethical and financial values accruing to the owners of real estate within, and the residents of, Beach Vista, and to that end to advocate the enactment of zoning and regulatory laws and ordinances pertaining to real estate and its uses in the Beach Vista Subdivision, to encourage and procure the enforcement of existing laws and ordinances and to assist in the prosecution and prevention of all violations thereof; and generally to do any good which is incidental and necessary, or in any manner complementary to the objects and purposes herein set forth.

Such corporation shall not be required to make publication of their charters, shall issue no shares of stock, shall divide no dividends or profits among their members, shall make expulsion the only remedy for nonpayment of dues, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

The rights and powers that may be exercised by this corporation, in addition to the foregoing, are those conferred by Charter 4, Title 21, Code of Mississippi of 1942, and amendments thereto.

8. Number of Shares of each class to be subscribed and paid before the corporation may begin business:

NON-PROFIT NON-SHARE CORPORATION

Signatures: Charles Collins, Jr.
W. N. Carter
B. L. Feaster
J. S. Ware, Jr.
Mrs. Nannette Balsam

Incorporators.

BY-LAWS

BEACH VISTA HOME OWNERS ASSOCIATION, INC. PASS CHRISTIAN, MISSISSIPPI

NOVEMBER 4, 1961

Article I

MEMBERS

Section 1. MEMBERS. A member shall be defined as the owner of a one sixty-fourth (1/64) interest in the Park area located between Vista Drive and Beach(View) Drive.

Article II

MEETING OF MEMBERS

Section 1. MEETING OF MEMBERS. The annual meeting of members shall be held at the principal office of the Corporation, or such place as designated by the Board of Directors, in the City of Pass Christian, on the second Saturday of January of each year, and the time and place of such meetings shall be set forth in the regular notices of such meetings sent to members. If the day so designated falls upon a legal holiday, then the meeting shall be held on the first secular day thereafter.

The Secretary shall serve personally, or by mail, a written notice thereof, addressed to each member at his address as it appears on the minute book; but at any meeting at which all members shall be present, or of which all members not present have waived notice in writing, the giving of notice as above required may be dispensed with.

Section 2. QUORUM. The presence, in person or by proxy, of a simple majority of the members shall be necessary to constitute a quorum for the transaction of business.

Section 3. SPECIAL MEETINGS. Special meetings of members, other than those regulated by statute, may be called any time by a majority of the Directors. Notice of such meeting, stating the purpose for which it is called, shall be served personally, or by mail, not less than ten days before the date set for such meeting. If mailed, it shall be directed to a member at his address as it appears on the minute book; but at any meeting at which all members shall be present in person or by proxy, or of which members not present have waived notice in writing, the giving of notice as above described may be dispensed with.

The Board of Directors shall also, in like manner, call a special meeting of members whenever so required in writing by members representing not less than a majority of the membership of the Corporation.

BY-LAWS

No business other than that specified in the call for the meeting shall be transacted at any special meeting of the members.

Section 4. VOTING. At all meetings of the members, all questions, the manner of deciding which is not specifically regulated by statute, shall be determined by a majority vote of the members present in person or by proxy. Each 1/64th interest in the Park area, located between Vista Drive and Beach View Drive, shall be entitled to one vote, whether held by one or more persons.

Section 5. ORDER OF BUSINESS. The order of business at all meetings of the members shall be as follows:

1. Roll Call
2. Proof of notice of meeting or waiver of notice
3. Reading of minutes of preceding meeting
4. Reports of Officers
5. Reports of Committees
6. Election of Inspectors of Election
7. Election of Directors
8. Unfinished Business
9. New Business

Article III

DIRECTORS

Section 1. NUMBER. The affairs and business of this corporation shall be managed by a Board of five (5) Directors who must be members of said Corporation.

Section 2. HOW ELECTED. At their regular monthly meeting held in November, the Board of Directors shall appoint a nominating committee consisting of five members, one of which shall be the retiring President of the Corporation.

This nominating committee shall, at the annual meeting held on the second Saturday of January, put in nomination the names of members in such number as are to be voted upon at the time.

Additional names of members may be put in nomination from the floor.

Each member represented in person or by proxy, shall be entitled to cast one vote for each of the number of directors to be elected at that meeting.

BY-LAWS

Following the election of the directors, a second ballot shall be cast, as above, to designate which of the directors so elected shall serve for two (2) years.

Section 3. TERM OF OFFICE. The term of office of said Directors shall be as follows, to-wit: Two shall serve for a period of two years and three shall serve for a period of one year; Or until their successors have been duly elected.

Section 4. DUTIES OF DIRECTORS. The Board of Directors shall have the control and general management of the affairs and business of the Corporation. Such Directors shall in all cases act as a Board, regularly convened by a majority, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they may deem proper, not inconsistent with these By-Laws and the laws of the State of Mississippi.

Section 5. DIRECTORS' MEETING. A meeting of the Board of Directors shall be held immediately following the annual meeting of members, if all elected members are present; but if not present then such meeting of the Board of Directors shall be held at the earliest possible time thereafter, and at such other times as the Board of Directors may determine.

Special meetings of the Board of Directors may be called by the President at any time, and shall be called by the President or the Secretary upon written request of two Directors.

Section 6. NOTICE OF MEETINGS. Notice of meetings, other than the regular meetings, shall be given by service upon each director in person, or by mailing to him at his last known post office address at last three (3) days before date of meeting, of a written or printed notice thereof, specifying the time and place of such meetings and the business to be brought before the meeting, and no business other than that specified in such notice shall be transacted at any special meeting. However, at any meeting at which every member of the Board of Directors shall be present, or shall have waived notice, although such meeting is held without the above prescribed notice, any business may be transacted which might have been transacted if the meeting had been duly called.

Section 7. QUORUM. At any meeting of the Board of directors, three members of the Board shall constitute a quorum for the transaction of business; but in the event of a quorum not being present, a less number may adjourn the meeting to some future time, not more than ten days later.

Section 8. VOTING. At all meetings of the Board of Directors, each director is to have one vote.

BY-LAWS

Section 9. VACANCIES. Vacancies in the Board, occurring between annual meetings, shall be filled by a majority vote of the remaining directors, and such appointed director shall serve until the next regular election of directors, at which time the members shall elect a director.

Section 10. REMOVAL OF DIRECTORS. Any one or more of the Directors may be removed either with or without cause, at any time, by a vote of the members representing a majority of the membership, at any special meeting called for the purpose.

Article IV

OFFICERS

Section 1. NUMBER. The officers of this Corporation shall be:

1. President
2. Vice President
3. Secretary
4. Treasurer

The offices of Secretary and Treasurer MAY be held by one person.

Section 2. ELECTION. The Board of Directors, at their first meeting following the annual meeting of members, shall elect from their number, the officers required by these By-Laws; such officers to hold office for the ensuing year, or until their successors are chosen.

Section 3. DUTIES OF OFFICERS. The duties and powers of the officers of the Corporation shall be as follows:

PRESIDENT

The President shall preside at all meetings of the Board of Directors and members.

He shall present at each annual meeting of the Members and Directors a report of the condition of the business of the Corporation.

He shall cause to be called regular and special meetings of the members and directors in accordance with these By-Laws.

He shall appoint and remove, employ and discharge, and fix the compensation of all servants, agents, employees and clerks of the Corporation, other than the duly appointed officers, subject to the approval of the Board of Directors.

BY-LAWS

He shall see that the books, reports and statements required by the statutes are properly kept, made and filed according to the law.

He shall enforce these By-Laws and perform all the duties incident to the position and office, and which are required by law.

VICE PRESIDENT

During the absence or inability of the President to render and perform his duties or exercise his powers, as set forth in these By-Laws or in acts under which this Corporation is organized, the same shall be performed and exercised by the Vice President; and when so acting, he shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon such President.

SECRETARY

The Secretary shall keep the minutes of the meetings of the Board of Directors and of the Members in appropriate books.

He shall give and serve all notices of the Corporation.

He shall be custodian of the records and of the Seal, and affix the latter when required.

He shall present to the Board of Directors at their stated meetings all communications addressed to him officially.

He shall attend to all correspondence and perform all the duties incident to the office of Secretary.

TREASURER

The Treasurer shall have the care and custody of and be responsible for all the funds and securities of the Corporation, and deposit all such funds in the name of the Corporation, in such bank or banks, trust company or trust companies or safe deposit vaults as the Board of Directors may designate.

He shall exhibit at all reasonable times, his books and accounts to any director or member of the Corporation, upon application at the office of the Corporation during business hours.

He shall render a statement of the conditions of the finances of the Corporation at each regular meeting of the Board of Directors, and at such other times as shall be required of him, and a full financial report at the annual meeting of the members.

BY-LAWS

He shall keep at the office of the Corporation, correct books of accounts of all its business and transactions and such other books of accounts as the Board of Directors may require.

He shall do and perform all duties pertaining to the office of Treasurer.

Section 4. **BOND.** The Treasurer shall, if required by the Board of Directors, give to the Corporation such security for the faithful discharge of his duties as the Board may direct.

Section 5. **VACANCIES, HOW FILLED.** All vacancies in any office, shall be filled by the Board of Directors without undue delay, at its regular meeting, or at a meeting specially called for that purpose.

Section 6. The Board of directors may remove any officer, by a majority vote, at any time - with or without cause.

Article V

SEAL

Section 1. The seal of the Corporation shall be as follows:

BEACH VISTA HOME OWNERS ASSOCIATION, INC.

CORPORATE SEAL - 1960

MISSISSIPPI

Article VI

BILLS, NOTES, ETC.

Section 1. **HOW MADE.** The Board of Directors shall have the power to create bills payable, notes, checks, and other negotiable instruments for and in the name of and on behalf of the corporation and shall authorize such person or persons as it may deem proper to make and sign the same.

BY-LAWS

Article VII

BANK ACCOUNTS

Section 1. **BANK ACCOUNTS.** The Board of Directors shall open and maintain one or more bank accounts for and on behalf of and in the name of the Corporation and shall have full powers in the administration thereof.

Article VIII

WAIVER OF NOTICE

Section 1. **WAIVER OF NOTICE.** Wherever in these By-Laws it is provided that notice of time, place or purpose must be given, such notice may be dispensed with provided all members, whether directors or members, sign waiver of notice before or after the meeting takes place.

Article IX

AMENDMENTS

Section 1. **HOW AMENDED.** These By-Laws may be altered, amended, repealed or added to by the affirmative vote of the membership representing two-thirds (2/3) of the whole membership, at an annual meeting or at a special meeting called for that purpose, provided that a written notice shall have been sent to each member of record, which notice shall state the alterations, amendments or changes which are proposed to be made in such By-Laws. Only such changes as have been specified in the notice shall be made. If, however, all the members shall be present at any regular or special meeting, these By-Laws may be amended by an unanimous vote without any previous notice.

Article X

SPECIAL LEVY

Section 1. **SPECIAL LEVY.** Special levies in addition to regular maintenance fees, may be imposed on the members at any time by a two-thirds (2/3) vote of the members present in person or represented by proxy.